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DECLARATION - USA PATENT APPLICATION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled METHOD FOR PREPARING ASPHALT/POLYMER EMULSION-RUBBER PAVING COMPOSITION; the specification of which was filed on **December 5, 2001**.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

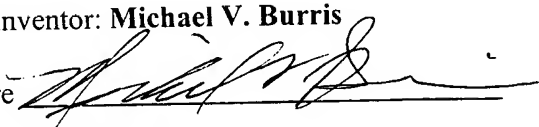
I hereby claim the benefit under Title 35, United States Codes § 119(e) of any United States provisional application(s) listed below.

Application No.: 60/251,620

Filing Date: December 5, 2000

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: **Michael V. Burris**

Inventor's signature 

Date 5 FEB 02

Residence: **1250 Veronica Ct., Carlsbad, CA 92009**

Citizenship: **United States**

Post Office Address: **Same as above.**

Full name of second inventor: **Bryan B. Burris**

Inventor's signature

Date

2-5-02

Residence: **6495 Fairwater Pl., Carlsbad, CA 92009**

Citizenship: **United States**

Post Office Address: **Same as above.**

Send Correspondence To:
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

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010802

Application No.: Unknown
Filing Date: December 5, 2001

PATENT
Client Code: BURRI.019A
Page 1

ASSIGNMENT

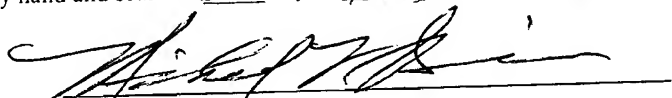
WHEREAS, We, Michael V. Burris, a United States citizen, residing at 1250 Veronica Ct., Carlsbad, CA 92009, and Bryan B. Burris, a United States citizen, residing at 6495 Fairwater Pl., Carlsbad, CA 92009, have invented certain new and useful improvements in a METHOD FOR PREPARING ASPHALT/POLYMER EMULSION-RUBBER PAVING COMPOSITION for which we have filed an application for Letters Patent in the United States on December 5, 2001.

AND WHEREAS, Flex Products, Inc. (hereinafter "ASSIGNEE"), a Nevada Corporation, with its principal place of business at 5235 Avenida Encinas, Suite A, Carlsbad, CA 92008 desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said inventors, do hereby acknowledge that we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all provisional applications relating thereto, and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and we hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 5TH day of FEB, 2002

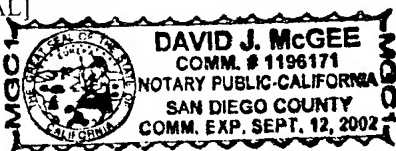

Michael V. Burris

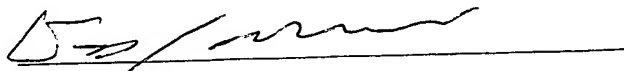
STATE OF CALIFORNIA }
COUNTY OF SAN DIEGO } ss.

On 2/5/02, before me, David J. McGee, personally appeared Michael V. Burris personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

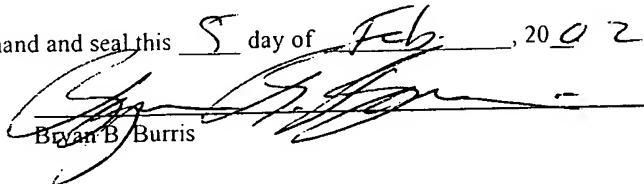



Notary Signature

Application No.: Unknown
Filing Date: November 19, 2001

PATENT
Client Code: BURRI.019A
Page 2

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 5 day of Feb., 2002


Bryan B. Burris

STATE OF

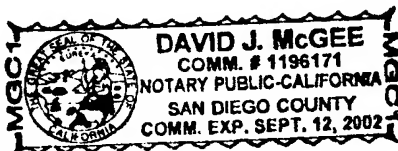
COUNTY OF

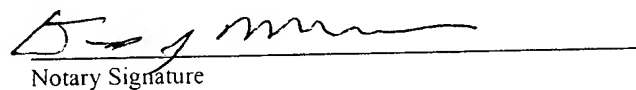
ss.

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WITNESS my hand and official seal.

[SEAL]




Notary Signature

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